Forty-sixth Annual Report

CAROLINA, CLINCHFIELD AND OHIO RAILWAY

FOR THE YEAR ENDED

December 31, 1956

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CAROLINA, CLINCHFIELD AND OHIO RAILWAY

BOARD OF DIRECTORS

H. R. DENNIS, *Chairman* ..... New York, N. Y.
G. H. BREWER ..... New York, N. Y.
A. D. EARLY ..... New York, N. Y.
W. B. FRANKE ..... Washington, D. C.
F. E. HANSON ..... New York, N. Y.
W. J. MCDONALD ..... New York, N. Y.
H. EVERETT WOODRUFF ..... New York, N. Y.

OFFICERS

H. R. DENNIS ..... *President*
W. B. FRANKE ..... *Vice-President*
A. D. EARLY ..... *Secretary*
F. E. HANSON ..... *Treasurer and Ass't. Sec'y.*
LAURETTE R. HELLER ..... *Ass't. Sec'y. and Ass't. Treasurer*
E. E. WOODRUFF ..... *Ass't. Sec'y. and Ass't. Treasurer*

NEW YORK OFFICE ..... 41 East 57th Street

Stock Transfer Agent
and
Dividend Disbursing Agent

THE NEW YORK TRUST COMPANY
100 Broadway
New York 5, N. Y.

Stock Registrar

BANKERS TRUST COMPANY
16 Wall Street
New York 5, N. Y.

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FORTY-SIXTH ANNUAL REPORT

New York, April 19, 1957

To the Stockholders of

CAROLINA, CLINCHFIELD AND OHIO RAILWAY:

Forty-sixth Annual Report of the Board of Directors, for the year ended December 31, 1956 is submitted herewith:

Under an indenture dated October 16, 1924, the properties of Carolina, Clinchfield and Ohio Railway and its subsidiaries were leased to Atlantic Coast Line Railroad Company and Louisville and Nashville Railroad Company for a period of 999 years from May 11, 1923, at an annual money rental which now, and during the remainder of the term of the Lease, is 5% on $25,000,000 Capital Stock, or $1,250,000 annually.

In addition to the foregoing money rental, the Lessees agree to pay the interest charges on the outstanding funded debt of and guaranteed by Carolina, Clinchfield and Ohio Railway and on any bonds that may be issued to refund the same.

The Lease also provides that the Lessees will pay all charges and other expenses in connection with the payment of interest, shall pay all taxes upon the franchises and leased property and the income thereof, and shall also pay a limited sum for the annual corporate expenses of the Lessors. All rental payments under the Lease are the joint and several obligations of Atlantic Coast Line Railroad Company and Louisville and Nashville Railroad Company.

The Lease expressly provides that in case of the issuance of any additional capital stock of the Railway, it shall be stock of a class which has no right to participate in any dividends declared from the money rental above mentioned, which money rental has been fixed at the amount specified for the purpose of enabling the Railway to pay dividends upon the $25,000,000 par value Capital Stock at the rate of five per cent per annum, and is not intended to be used for any other purpose whatsoever. In consideration of this money rental, the stockholder agrees with the Lessees that he will vote his stock in such manner as is necessary to carry out the provisions of the Lease from time to time.

The payment of the above-mentioned annual money rental is to be made in equal quarterly instalments, on the first day of January, April, July and October of each year, to enable the Lessor to pay dividends upon its $25,000,000 Capital Stock at the rate specified.

The making of the aforesaid Lease was authorized by the Interstate Commerce Commission on June 3, 1924 (Finance Docket No. 3131).

Possession of the leased properties was delivered to the Lessees on December 1, 1924, and the first payment of the money rental under the Lease was made to the Lessors on April 1, 1925.

Quarterly dividends, at the rate of five per cent per annum on the Railway's $25,000,000 Capital Stock were paid out of the money rental received from the Lessees during 1956.

The Corporation is the owner of the First Mortgage Bond of its subsidiary, Carolina, Clinchfield and Ohio Railway of South Carolina, in the principal amount of $3,000,000. All of these bonds are pledged and deposited as security under the Corporation's own First Mortgage. The maturity date of these bonds is September 1, 1965 which coincides with the maturity date of the bonds of this Corporation presently outstanding under its First Mortgage.

On July 25, 1955, the Interstate Commerce Commission entered an order (Finance Docket No. 18408) resulting in the cancellation of trackage rights of the Railway and the Lessees over the line of the Norfolk and Western Railway Company between St. Paul and Carbo, Virginia, thereby isolating the Corporation's Dumps Creek Branch from its main line. Service over the Dumps Creek Branch was suspended several years ago and the track on a portion thereof had been removed in 1943. On March 27, 1956 this Corporation sold its entire interest in the Dumps Creek Branch to the Norfolk and Western Railway Company for $550,000. As a consequence, mileage owned by the Corporation was reduced by 2.35 miles. The money received on the sale was turned over to the Trustee under the First Mortgage as deposited cash.

The First Mortgage permits the withdrawal of deposited cash as reimbursement for the cost of additions and betterments to the road. Subsequent to the sale the Lessees called upon this Corporation which, in turn, called upon the Trustee for the withdrawal of all deposited cash, amounting to $592,763.33, to reimburse the Lessees for additions and betterments made by them to this Corporation's road. This sum was turned over to the Lessees.

The financial statements which follow reflect the opinion of the accounting officers of the Lessees with respect to the book entries recording the sale of the Dumps Creek Branch and the withdrawal of the deposited cash from the Trustee. These entries are based upon accounting practice heretofore followed in certain previous dispositions of portions of the leased property and are subject to further review and negotiations by the respective companies. The book entries which this Corporation's accounting officers believe proper would result in a credit to Earned Surplus of approximately $275,000, an amount substantially in excess of the current deficit in this account. In the report for 1955, you were informed as to the circumstances which gave rise to the deficit in Earned Surplus. Efforts to obtain the Interstate Commerce Commission's approval of either the consolidation of the Surplus Accounts or the charging of writedowns in the value of securities to Unearned Surplus have been unsuccessful. Since questions relating to book entries and balance sheet items have no effect upon this Corporation's rental receipts and ability to pay dividends, they should have no practical significance for the stockholders.

Submitted as part of this report are a copy of the consolidated balance sheet, a consolidated statement of income and earned surplus, a summary of the operation of the leased properties, a statement of mileage and a description of the funded debt.

For the Board of Directors,

H. R. DENNIS, *President*

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CONSOLIDATED GENE

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ASSETS

Investments:		
Road and equipment property:		
Equipment	$ 4,268,917.23	
Road	62,360,266.69	
General expenditures	1,264,961.13	$67,894,145.05
Donations and grants		167,366.58
Investment in transportation property		$67,726,778.47
Accrued depreciation — Equipment		907,923.76
Investment in transportation property — less depreciation		$66,818,854.71
Sinking fund		1,211.25
Miscellaneous physical property		64,388.87
Total investment less recorded depreciation		$66,884,454.83
Current Assets:		
Cash	$ 5,692.45	
Accounts receivable	1,220.15	
Special deposits	3,482.00	
Rent receivable	312,500.00	322,894.60
Deferred Assets:		
Working fund	$ 100.00	
Other deferred assets	1,846,648.25	1,846,748.25
TOTAL ASSETS		$69,054,097.68

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RAL BALANCE SHEET

R 31, 1956

LIABILITIES

Capital stock		$25,000,000.00
Funded debt unmatured:		
First mortgage 4% Bonds, Series A:		
Issued	$22,150,000.00	
Retired through sinking fund	3,477,000.00	18,673,000.00
Current Liabilities:		
Interest matured unpaid	$ 90.00	
Unmatured dividends declared	312,500.00	
First mortgage bonds and premium called for redemption	113,000.00	
Other current liabilities	3,392.00	428,982.00
Deferred Liabilities		8,160,734.59
Unadjusted credits — Premiums on funded debt		3,085.38
Surplus:		
Unearned surplus	$16,877,242.06	
Earned surplus (deficit)	88,946.35	16,788,295.71
TOTAL LIABILITIES		$69,054,097.68

CAROLINA, CLINCHFIELD AND OHIO RAILWAY

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CAROLINA, CLINCHFIELD AND OHIO RAILWAY OF SOUTH CAROLINA

CONSOLIDATED STATEMENT OF INCOME AND EARNED SURPLUS

FOR THE YEAR ENDED DECEMBER 31, 1956

Income:		
Income from Lease of Road and Equipment	$2,028,324.83	
Release of Premium on Funded Debt	716.43	
Miscellaneous income	2,618.58	$2,031,659.84
Deductions from income:		
Maintenance of Corporate Organization	$ 22,959.99	
Interest on Bonds	755,924.83	
Amortization of discount on funded debt	343.94	
Miscellaneous debits	9,488.75	788,717.51
Net income for the year		$1,242,942.33
Earned surplus (Deficit), January 1, 1956		(81,888.68)
		$1,161,053.65
Less — Dividends paid ($5.00 per share)		1,250,000.00
Earned surplus (Deficit), December 31, 1956		$ (88,946.35)

The Lessees of the Companies' properties, in accordance with the provisions of the Lease, have paid all taxes due or assessed against the rental income therefrom.

RESULTS OF OPERATIONS BY LESSEES

The following is a summary of the results of the operation of the leased properties for the year ended December 31, 1956, as reported by the Lessees:

Railway operating revenues		$25,229,708.11
Railway operating expenses		14,756,334.49
Net revenue from railway operation		$10,473,373.62
Railway tax accruals		2,641,275.18
Railway operating income		$ 7,832,098.44
Equipment rents	$1,733,084.41	
Joint facility rents	7,386.28	1,740,470.69
Net railway operating income		$ 9,572,569.13
Non-operating income		104,311.95
Gross income		$ 9,676,881.08
Total fixed charges		2,399,384.09
Net income to Lessees		$ 7,277,496.99

MILEAGE

The mileage owned by Carolina, Clinchfield and Ohio Railway and its subsidiary, Carolina, Clinchfield and Ohio Railway of South Carolina, is as follows:

	Miles
Carolina, Clinchfield and Ohio Railway:	
Main line: Elkhorn City, Ky., to N.C.-S.C. state line	258.76
Branch lines: Canay, Va., to Moss, Va.	14.55
Bostic Yard, N. C., to Junction S. A. L. Railroad	.79
Carolina, Clinchfield and Ohio Railway of South Carolina:	
Main line: N.C.-S.C. state line to Spartansburg, S. C.	18.09
Total	292.19

The lines of this Company have, since December 1, 1924, been operated by the Lessees under the name of "Clinchfield Railroad Company".

In addition to the foregoing mileage, the Lessees also operate the following mileage under trackage rights held by Carolina, Clinchfield and Ohio Railway System:

Chesapeake and Ohio Railway, Elkhorn City, Ky.	.13
Southern Railway, Frisco Yard, Tenn.	.61
Total	.74

This makes the total mileage operated by the Lessees, under the Lease, 292.93 miles.

DESCRIPTION OF FUNDED DEBT

DECEMBER 31, 1956

CAROLINA, CLINCHFIELD AND OHIO RAILWAY

FIRST MORTGAGE 4% BONDS, SERIES A:

Dated September 1, 1940, due September 1, 1965, secured by first mortgage on the line of railway and other property from Elkhorn City, Kentucky, to the North Carolina-South Carolina state line, 276 miles, by equipment, and by the entire capital stock ($12,000) and $3,000,000 principal amount (entire issue) of First Mortgage Bonds of Carolina, Clinchfield and Ohio Railway of South Carolina, extended to September 1, 1965. Amount authorized and issued, $22,150,000; retired through sinking fund, $3,477,000; outstanding, $18,673,000. Bonds unconditionally guaranteed as to principal, interest and sinking fund payments jointly and severally by endorsement by Atlantic Coast Line Railroad Company and Louisville and Nashville Railroad Company. Trustee: J. P. Morgan & Co., Incorporated, New York, N. Y. Coupon bonds in denomination of $1,000 each, registerable as to principal only. Fully registered bonds, without coupons, in denominations of $1,000, $5,000, $10,000, $100,000 and any multiple of $100,000 authorized by the Board of Directors. Coupon bonds and registered bonds without coupons are interchangeable. Interest payable March 1 and September 1 at office of Louisville and Nashville Railroad Company, 71 Broadway, New York. Redeemable, as a whole or in part, after not less than 45 days' published notice, on any interest date to and including September 1, 1963, and on any date thereafter, at the following percentages of the principal sum, viz.: to and including September 1, 1945, at 107½%; thereafter to and including September 1, 1950, at 106%; thereafter to and including September 1, 1955, at 104½%; thereafter to and including September 1, 1960, at 103%; thereafter to and including September 1, 1963, at 101½%; and thereafter 100%; plus accrued interest in all cases. Semi-annual non-cumulative sinking fund of $110,750 to be applied to the purchase or redemption of bonds.